

**TRAILER TRAIN  
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE: (312) 984-3821

T. D. MARION  
DIRECTOR-EQUIPMENT FINANCING  
AND ASSISTANT TREASURER

RECORDATION NO. 14798/C Filed 1425

FEB 24 1986 - 12 30 PM

*4/10.00 filing fee*  
February 21, 1986

**FEDERAL EXPRESS**

INTERSTATE COMMERCE COMMISSION

6-055A045

Honorable James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, DC 20427

No. 6-055A045  
Date **FEB 24 1986**  
Fee \$ 10.00

Dear Mr. Bayne:

ICC Washington D.C.

Submitted herewith for filing and recording under 49 U. S. C.  
Section 11303(a) and the regulations promulgated thereunder are four  
(4) fully executed copies of the following document:

*These are  
under  
rec. no. 14798/C  
but not  
true of  
next etc.*  
Manufacturing Agreement Supplement No. 3  
dated as of February 19, 1986, a secondary  
document, supplementing the Manufacturing  
Agreement dated as of July 15, 1985.

Parties to this transaction are as follows:

Trailer Train Company (Purchaser)  
101 North Wacker Drive  
Chicago, Illinois 60606

Gunderson, Inc. (Manufacturer)  
4350 Northwest Front Avenue  
Portland, Oregon 97210

The general description of the equipment is as follows:

<u>TYPE</u>	<u>AAR Mechanical Designation</u>	<u>Number of Units</u>	<u>Marked*</u>	<u>Numbered</u>
5-platform artic- ulated double- stack container- well cars, Contract T-4085-T	FC	10 (100 wells)	DTTX	63189-63198

\* All units will have marked on each side the following legend,  
"Ownership Subject to a Security Agreement Filed with the Interstate  
Commerce Commission".

Honorable James H. Bayne  
February 21, 1986  
Page Two

Enclosed is our check in the amount of \$10.00 to cover filing fees.

Prior recordations relating to this Supplement No. 3 being recorded are as follows:

- (1) Manufacturing Agreement dated July 15, 1985, recorded on October 2, 1985, at 12:45 p.m., recordation number 14798; and
- (2) Manufacturing Agreement Supplement No. 1 dated August 27, 1985, recorded October 11, 1985, at 10:15 a.m., recordation number 14798-A.
- (3) Manufacturing Agreement Supplement No. 2 dated February 1, 1986, recorded February 6, 1986, at 12:30 p.m., recordation number 14798-B.

A short summary of the Manufacturing Agreement Supplement No. 3 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 3 covering 10 5-platform container-well cars numbered 63189-63198."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copies to the undersigned or bearer.

Very truly yours,

*T. D. Marion*

T. D. Marion  
Director - Equipment Financing  
and Assistant Treasurer

Enclosures

TDM:k kb

FEB 24 1986 - 12 30 PM

MANUFACTURING AGREEMENT SUPPLEMENT #3, dated as of February 19, 1986, between GUNDERSON, INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of July 15, 1985, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

GUNDERSON, INC.

By: William K. Gallenrath

Vice President

(Corporate Seal)

ATTESTATION:

W. Robert  
Secretary

TRAILER TRAIN COMPANY

By: R. E. J. J. J. J.

Vice President & Treasurer

(Corporate Seal)

ATTESTATION:

T. D. Mason  
Assistant Secretary

STATE OF OREGON     )  
                              )  
COUNTY OF MULTNOMAH )

SS.:

On this 20<sup>TH</sup> day of FEBRUARY, 1986, before me personally appeared WILLIAM R. GABRAITH, to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT, SALES of GUNDERSON, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

Konstance Kexer  
Notary Public

My Commission Expires FEBRUARY 28, 1987

STATE OF ILLINOIS    )  
                              )  
COUNTY OF COOK        )

SS.:

On this 19th day of February, 1986, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is a Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

Karen K. Thurber  
Notary Public

My Commission Expires November 15, 1988

ANNEX A  
TO MANUFACTURING AGREEMENT SUPPLEMENT #3 TO  
MANUFACTURING AGREEMENT DATED AS OF JULY 15, 1985

GUNDERSON, INC.  
(Manufacturer)

TRAILER TRAIN COMPANY  
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Including)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	10	63189-63198	\$173,485.00 (\$34,697.00 per well)	\$1,734,850.00	Feb., '86	T-4085-F

ITEM 2: March 31, 1986

ITEM 3: Payment terms are as previously agreed upon.

ITEM 4: 4350 Northwest Front Avenue, Portland, Oregon 97210

\* 5-unit Articulated Container Well Cars, Gunderson Building Specification #18755, dated December 6, 1985. Trailer Train Specification #68-43011586, dated January 15, 1986.